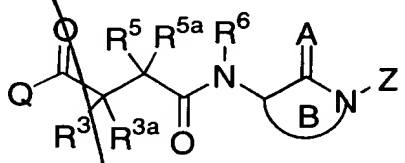
1. (Amended) A compound of Formula (I):



(I)

or a pharmaceutically acceptable salt thereof, wherein:

A is O or S;

Q is $-NR^1R^2$;

R^1 is selected from:

H;

C_1-C_6 alkyl substituted with 0-3 R^{1a};

C_3-C_{10} carbocycle substituted with 0-3 R^{1b};

C_6-C_{10} aryl substituted with 0-3 R^{1b}; and

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{1b};

R^{1a}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, CF_3;

C_3-C_{10} carbocycle substituted with 0-3 R^{1b};

C_6-C_{10} aryl substituted with 0-3 R^{1b}; and

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{1b};

R^{1b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_6 haloalkyl, and C_1-C_4 haloalkoxy;

B1 Cont

R^2 is independently selected from H, C_1-C_6 alkyl, C_3-C_{10} carbocycle, C_6-C_{10} aryl, and 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur;

A2 Cont

R^3 is $-(CR^7R^{7a})_n-R^4$,
$-(CR^7R^{7a})_n-S-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-O-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-N(R^{7b})-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-S(=O)-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-S(=O)_2-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-C(=O)-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-N(R^{7b})C(=O)-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-C(=O)N(R^{7b})-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-N(R^{7b})S(=O)_2-(CR^7R^{7a})_m-R^4$, or
$-(CR^7R^{7a})_n-S(=O)_2N(R^{7b})-(CR^7R^{7a})_m-R^4$;

n is 0, 1, 2, or 3;

m is 0, 1, 2, or 3;

R^{3a} is H, OH, C_1-C_4 alkyl, C_1-C_4 alkoxy, C_2-C_4 alkenyl or C_2-C_4 alkenyloxy;

R^4 is H, OH, OR^{14a},
C_1-C_6 alkyl substituted with 0-3 R^{4a},
C_2-C_6 alkenyl substituted with 0-3 R^{4a},
C_2-C_6 alkynyl substituted with 0-3 R^{4a},
C_3-C_{10} carbocycle substituted with 0-3 R^{4b},
C_6-C_{10} aryl substituted with 0-3 R^{4b}, or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4a}, at each occurrence, is independently selected from is H, F, Cl, Br, I, CF_3,

C_3-C_{10} carbocycle substituted with 0-3 R^{4b},
C_6-C_{10} aryl substituted with 0-3 R^{4b}, or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$,
C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,
C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl-S-;

R^5 is H, OR^{14};
C_1-C_6 alkyl substituted with 0-3 R^{5b};
C_1-C_6 alkoxy substituted with 0-3 R^{5b};
C_2-C_6 alkenyl substituted with 0-3 R^{5b};
C_2-C_6 alkynyl substituted with 0-3 R^{5b};
C_3-C_{10} carbocycle substituted with 0-3 R^{5c};
C_6-C_{10} aryl substituted with 0-3 R^{5c}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R^{5a} is H, OH, C_1-C_4 alkyl, C_1-C_4 alkoxy, C_2-C_4 alkenyl, or C_2-C_4 alkenyloxy;

R^{5b}, at each occurrence, is independently selected from:
H, C_1-C_6 alkyl, CF_3, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$;
C_3-C_{10} carbocycle substituted with 0-3 R^{5c};
C_6-C_{10} aryl substituted with 0-3 R^{5c}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl-S-;

B' cont

R^6 is H;
C_1-C_6 alkyl substituted with 0-3 R^{6a};
C_3-C_{10} carbocycle substituted with 0-3 R^{6b}; or
C_6-C_{10} aryl substituted with 0-3 R^{6b};

A2 cont

R^{6a}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, aryl or CF_3;

R^{6b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;

R^7, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, CF_3, phenyl and C_1-C_4 alkyl;

R^{7a}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, CF_3, and C_1-C_4 alkyl;

R^{7b} is independently selected from H and C_1-C_4 alkyl;

Ring B is a 7 membered lactam or thiolactam,
wherein the lactam or thiolactam is saturated, partially saturated or unsaturated;
wherein each additional lactam carbon or thiolactam carbon is substituted with 0-2 R^{11}; and,
optionally, the lactam or thiolactam contains a heteroatom selected from -O-, -S-, -S(=O)-, -$S(=O)_2$-, -N=, -NH-, and -$N(R^{10})$-;

additionally, two R^{11} substituents on adjacent atoms may be combined to form a benzo fused radical; wherein said benzo fused radical is substituted with 0-4 R^{13};

B' cont

additionally, two R^{11} substituents on adjacent atoms may be combined to form a 5 to 6 membered heteroaryl fused radical, wherein said 5 to 6 membered heteroaryl fused radical comprises 1 or 2 heteroatoms selected from N, O, and S; wherein said 5 to 6 membered heteroaryl fused radical is substituted with 0-3 R^{13};

A2 cont

additionally, two R^{11} substituents on the same or adjacent carbon atoms may be combined to form a C_3-C_6 carbocycle substituted with 0-3 R^{13};

R^{10} is H, $C(=O)R^{17}$, $C(=O)OR^{17}$, $C(=O)NR^{18}R^{19}$, $S(=O)_2NR^{18}R^{19}$, $S(=O)_2R^{17}$;
C_1-C_6 alkyl optionally substituted with 0-3 R^{10a};
C_6-C_{10} aryl substituted with 0-4 R^{10b};
C_3-C_{10} carbocycle substituted with 0-3 R^{10b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{10b};

R^{10a}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, CF_3, or aryl substituted with 0-4 R^{10b};

R^{10b}, at each occurrence, is independently selected from H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl-S-;

R^{11}, at each occurrence, is independently selected from

H, C_1-C_4 alkoxy, Cl, F, Br, I, =O, CN, NO_2, $NR^{18}R^{19}$, $C(=O)R^{17}$, $C(=O)OR^{17}$, $C(=O)NR^{18}R^{19}$, $S(=O)_2NR^{18}R^{19}$, CF_3;
C_1-C_6 alkyl optionally substituted with 0-3 R^{11a};
C_6-C_{10} aryl substituted with 0-3 R^{11b};
C_3-C_{10} carbocycle substituted with 0-3 R^{11b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{11b};

R^{11a}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, CF_3;
phenyl substituted with 0-3 R^{11b};
C_3-C_6 cycloalkyl substituted with 0-3 R^{11b}; and
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$,
C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,
C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl-S-;

Z is H;
C_1-C_8 alkyl substituted with 1-3 R^{12};
C_2-C_4 alkenyl substituted with 1-3 R^{12};
C_2-C_4 alkynyl substituted with 1-3 R^{12};
C_1-C_8 alkyl substituted with 0-3 R^{12a};
C_2-C_4 alkenyl substituted with 0-3 R^{12a};
C_2-C_4 alkynyl substituted with 0-3 R^{12a};
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_{10} carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

B1 cont

R^{12}, at each occurrence, is independently selected from
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_{10} carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

AV cont

R^{12a}, at each occurrence, is independently selected from
H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, $-C(=O)NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$,
C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,
C_1-C_4 haloalkoxy, or C_1-C_4 haloalkyl-S-;

R^{12b}, at each occurrence, is independently selected from
H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$,
C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,
C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl-S-;

R^{13}, at each occurrence, is independently selected from
H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, C_1-C_6 alkyl, C_2-C_6 alkoxyalkyl, or C_3-C_6 cycloalkyl;

R^{14a} is H, phenyl, benzyl, or C_1-C_4 alkyl;

R^{15}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

R^{16}, at each occurrence, is independently selected from

H, OH, C_1-C_6 alkyl, benzyl, phenethyl,
(C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

B1 cont

R^{17} is H, C_1-C_6 alkyl, C_2-C_6 alkoxyalkyl,
aryl substituted by 0-4 R^{17a}, or
-CH_2-aryl substituted by 0-4 R^{17a};

R^{17a} is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy,
propoxy, butoxy, -OH, F, Cl, Br, I, CF_3, OCF_3, SCH_3,
$S(O)CH_3$, SO_2CH_3, $-NH_2$, $-N(CH_3)_2$, or C_1-C_4 haloalkyl;

A2 cont

R^{18}, at each occurrence, is independently selected from
H, C_1-C_6 alkyl, phenyl, benzyl, phenethyl,
(C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-; and

R^{19}, at each occurrence, is independently selected from
H, OH, C_1-C_6 alkyl, phenyl, benzyl, phenethyl,
(C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

provided, when R^{13} is H,
then Z is H;
C_4-C_8 alkyl substituted with 1-3 R^{12};
C_2-C_4 alkenyl substituted with 1-3 R^{12};
C_2-C_4 alkynyl substituted with 1-3 R^{12};
C_1-C_8 alkyl substituted with 0-3 R^{12a};
C_2-C_4 alkenyl substituted with 0-3 R^{12a}; or
C_2-C_4 alkynyl substituted with 0-3 R^{12a}; and

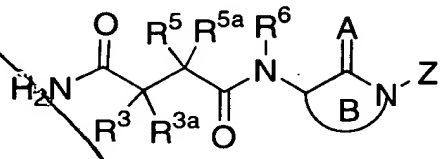
provided, when ring B is a 1,3,4,5-tetrahydro-1-(Z)-5-(R^{10})-6,6,7,7-tetra(R^{11})-2,4-dioxo-2H-1,5-diazepin-3-yl core, and R^{13} is H; then

R^{10} is H, $C(=O)R^{17}$, $C(=O)OR^{17}$, $C(=O)NR^{18}R^{19}$,
$S(=O)_2NR^{18}R^{19}$, $S(=O)_2R^{17}$; or
C_1-C_6 alkyl optionally substituted with 0-3 R^{10a};

R^{10a}, at each occurrence, is independently selected from

H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, and CF_3.

2. (Amended) A compound, according to Claim 1, of Formula (Ia):



(Ia)

or a pharmaceutically acceptable salt thereof, wherein:

Z is H;
C_1-C_8 alkyl substituted with 0-3 R^{12a};
C_2-C_4 alkenyl substituted with 0-3 R^{12a}; or
C_2-C_4 alkynyl substituted with 0-3 R^{12a}.

4. (Amended) A compound according to Claim 3 of Formula (Ia) wherein:

R^3 is $-(CHR^7)_n-R^4$,

n is 0 or 1;

R^{3a} is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

R^4 is H, OH, OR^{14a},
C_1-C_4 alkyl substituted with 0-2 R^{4a},
C_2-C_4 alkenyl substituted with 0-2 R^{4a},
C_2-C_4 alkynyl substituted with 0-1 R^{4a},
C_3-C_6 carbocycle substituted with 0-3 R^{4b},
C_6-C_{10} aryl substituted with 0-3 R^{4b}, or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b};

B' cont

R^{4a}, at each occurrence, is independently selected from is H, F, Cl, Br, I, CF_3,
C_3-C_6 carbocycle substituted with 0-3 R^{4b},
phenyl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b};

A3 cont

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^5 is H, OR^{14};
C_1-C_4 alkyl substituted with 0-3 R^{5b};
C_2-C_4 alkenyl substituted with 0-3 R^{5b};
C_2-C_4 alkynyl substituted with 0-3 R^{5b};

R^{5a} is H, methyl, ethyl, propyl, or butyl;

R^{5b}, at each occurrence, is independently selected from:
H, methyl, ethyl, propyl, butyl, CF_3, OR^{14}, Cl, F, Br, I, =O;
C_3-C_6 carbocycle substituted with 0-3 R^{5c};
phenyl substituted with 0-3 R^{5c}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c};

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

B1 cont

R^6 is H;

R^7, at each occurrence, is independently selected from H, F, CF_3, methyl, and ethyl;

A2

Ring B is a 7 membered lactam or thiolactam,
wherein the lactam or thiolactam is saturated, partially saturated or unsaturated;
wherein each additional lactam carbon or thiolactam carbon is substituted with 0-2 R^{11}; and,
optionally, the lactam or thiolactam contains a heteroatom selected from -N=, -NH-, and -N(R^{10})-;

cont

additionally, two R^{11} substituents on adjacent atoms may be combined to form a benzo fused radical; wherein said benzo fused radical is substituted with 0-2 R^{13};

additionally, two R^{11} substituents on adjacent atoms may be combined to form a 5 to 6 membered heteroaryl fused radical, wherein said 5 to 6 membered heteroaryl fused radical comprises 1 or 2 heteroatoms selected from N, O, and S; wherein said 5 to 6 membered heteroaryl fused radical is substituted with 0-2 R^{13};

additionally, two R^{11} substituents on the same or adjacent carbon atoms may be combined to form a C_3-C_6 carbocycle substituted with 0-2 R^{13};

R^{10} is H, $C(=O)R^{17}$, $C(=O)OR^{17}$;
C_1-C_4 alkyl optionally substituted with 0-1 R^{10a};
phenyl substituted with 0-4 R^{10b};
C_3-C_6 carbocycle substituted with 0-3 R^{10b}; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{10b};

B1 cont

R^{10a}, at each occurrence, is independently selected from H, C_1-C_4 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-4 R^{10b};

A2

R^{10b}, at each occurrence, is independently selected from H, OH, C_1-C_4 alkyl, C_1-C_3 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, or CF_3;

cont

R^{11}, at each occurrence, is independently selected from H, C_1-C_4 alkoxy, Cl, F, =O, $NR^{18}R^{19}$, $C(=O)R^{17}$, $C(=O)OR^{17}$, CF_3;
C_1-C_6 alkyl optionally substituted with 0-3 R^{11a};
C_6-C_{10} aryl substituted with 0-3 R^{11b};
C_3-6 carbocycle substituted with 0-3 R^{11b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b};

R^{11a}, at each occurrence, is independently selected from H, C_1-C_4 alkyl, OR^{14}, F, =O, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

Z is H;
C_1-C_4 alkyl substituted with 0-3 R^{12a};
C_2-C_4 alkenyl substituted with 0-3 R^{12a}; or
C_2-C_4 alkynyl substituted with 0-3 R^{12a};

R^{12a}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{13}, at each occurrence, is independently selected from H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, C_1-C_4 alkyl, or C_2-C_4 alkoxyalkyl;

R^{15}, at each occurrence, is independently selected from H, C_1-C_4 alkyl, benzyl, phenethyl, (C_1-C_4 alkyl)-C(=O)-, and (C_1-C_4 alkyl)-$S(=O)_2$-;

R^{16}, at each occurrence, is independently selected from H, OH, C_1-C_4 alkyl, benzyl, phenethyl, (C_1-C_4 alkyl)-C(=O)-, and (C_1-C_4 alkyl)-$S(=O)_2$-;

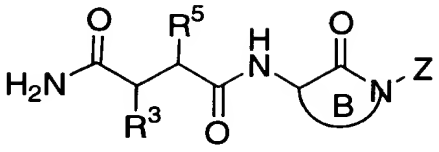
R^{17} is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl, phenyl substituted by 0-3 R^{17a}, or -CH_2-phenyl substituted by 0-3 R^{17a};

R^{17a} is H, methyl, methoxy, -OH, F, Cl, CF_3, or OCF_3;

R^{18}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R^{19}, at each occurrence, is independently selected from H, methyl, and ethyl.

5. (Amended) A compound of Claim 3 of Formula (Ib):

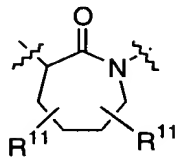
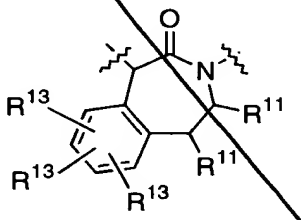
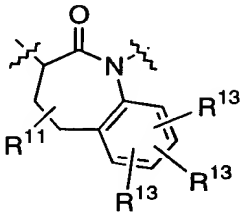
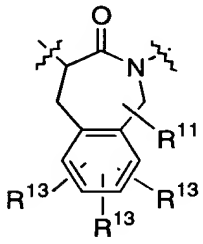
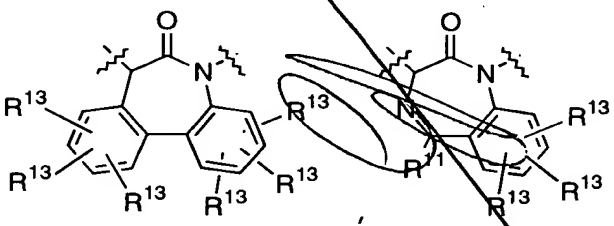
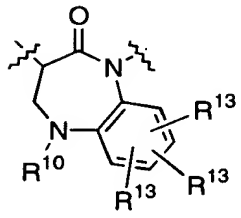
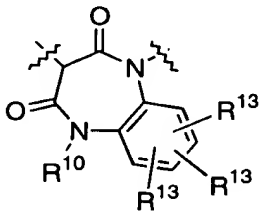


(Ib)

or a pharmaceutically acceptable salt thereof wherein:

Ring B is selected from:

A3 Cont

, and .

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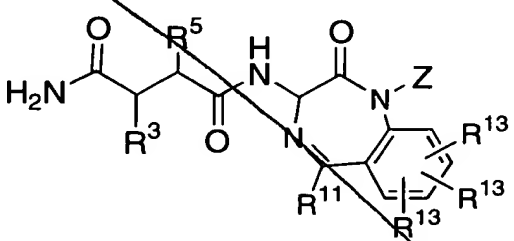
6. (Amended) A compound according to Claim 5 of Formula (Ic):



(Ic)

or a pharmaceutically acceptable salt thereof

wherein

R^3 is R^4,

R^4 is C_1-C_4 alkyl substituted with 0-1 R^{4a},
C_2-C_4 alkenyl substituted with 0-1 R^{4a}, or
C_2-C_4 alkynyl substituted with 0-1 R^{4a};

R^{4a}, at each occurrence, is independently selected from
H, F, CF_3,
C_3-C_6 carbocycle substituted with 0-3 R^{4b},
phenyl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^5 is C_1-C_4 alkyl substituted with 0-1 R^{5b};
C_2-C_4 alkenyl substituted with 0-1 R^{5b};
C_2-C_4 alkynyl substituted with 0-1 R^{5b};

R^{5b}, at each occurrence, is independently selected from:
H, methyl, ethyl, propyl, butyl, CF_3, OR^{14}, =O;
C_3-C_6 carbocycle substituted with 0-2 R^{5c};
phenyl substituted with 0-3 R^{5c}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is

substituted with 0-3 R^{5c}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

B2 Cont

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

A2 Cont

R^{11}, at each occurrence, is independently selected from
H, =O, $NR^{18}R^{19}$, CF_3;
C_1-C_4 alkyl optionally substituted with 0-1 R^{11a};
phenyl substituted with 0-3 R^{11b};
C_3-C_6 carbocycle substituted with 0-3 R^{11b}; and
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{11a}, at each occurrence, is independently selected from H, C_1-C_4 alkyl, OR^{14}, F, Cl, =O, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

Z is H;
C_1-C_4 alkyl substituted with 0-3 R^{12a};
C_2-C_4 alkenyl substituted with 0-3 R^{12a}; or

C_2-C_4 alkynyl substituted with 0-3 R^{12a};

R^{12a}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{13}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

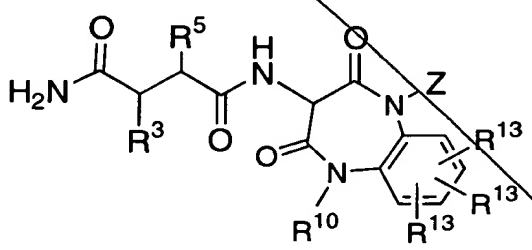
R^{15}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

R^{16}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-$S(=O)_2$-, and ethyl-$S(=O)_2$-;

R^{18}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R^{19}, at each occurrence, is independently selected from H, methyl, and ethyl.

8. (Amended) A compound according to Claim 5 of Formula (Ie):



(Ie)

or a pharmaceutically acceptable salt thereof wherein:

R^3 is R^4,

R^4 is C_1-C_4 alkyl substituted with 0-1 R^{4a},
C_2-C_4 alkenyl substituted with 0-1 R^{4a}, or
C_2-C_4 alkynyl substituted with 0-1 R^{4a};

R^{4a}, at each occurrence, is independently selected from
H, F, CF_3,
C_3-C_6 carbocycle substituted with 0-3 R^{4b},
phenyl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^5 is C_1-C_4 alkyl substituted with 0-1 R^{5b};
C_2-C_4 alkenyl substituted with 0-1 R^{5b};
C_2-C_4 alkynyl substituted with 0-1 R^{5b};

R^{5b}, at each occurrence, is independently selected from:
H, methyl, ethyl, propyl, butyl, CF_3, OR^{14}, =O;
C_3-C_6 carbocycle substituted with 0-2 R^{5c};
phenyl substituted with 0-3 R^{5c}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is

B3 cont

substituted with 0-3 R^{5c}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{10} is H, $C(=O)R^{17}$, $C(=O)OR^{17}$;
C_1-C_4 alkyl optionally substituted with 0-1 R^{10a};
phenyl substituted with 0-4 R^{10b};
C_3-C_6 carbocycle substituted with 0-3 R^{10b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{10b}, wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

A4 Cont

R^{10a}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, OR^{14}, Cl, F, =O, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-4 R^{10b};

R^{10b}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, Cl, F, $NR^{15}R^{16}$, and CF_3;

Z is H;
C_1-C_4 alkyl substituted with 0-3 R^{12a};
C_2-C_4 alkenyl substituted with 0-3 R^{12a}; or
C_2-C_4 alkynyl substituted with 0-3 R^{12a};

R^{12a}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{13}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R^{15}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

R^{16}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-$S(=O)_2$-, and ethyl-$S(=O)_2$-;

R^{17} is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl, phenyl substituted by 0-3 R^{17a}, or $-CH_2$-phenyl substituted by 0-3 R^{17a};

R^{17a} is H, methyl, methoxy, -OH, F, Cl, CF_3, or OCF_3;

R^{18}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R^{19}, at each occurrence, is independently selected from H, methyl, and ethyl.

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10. (Amended) A compound, according to one of Claims 6, 7, 8, or 9, wherein:

R^3 is $-CH_3$, $-CH_2CH_3$, $-CH_2CH_2CH_3$, $-CH_2CH_2CH_2CH_3$,

$-CH(CH_3)_2$, $-CH(CH_3)CH_2CH_3$, $-CH_2CH(CH_3)_2$,
$-CH_2CF_3$, $-CH_2CH_2CF_3$, $-CH_2CH_2CH_2CF_3$,
$-CH=CH_2$, $-CH_2CH=CH_2$, $-CH_2C(CH_3)=CH_2$,
$-CH_2CH_2CH=CH_2$,
cis-$CH_2CH=CH(CH_3)$,
trans-$CH_2CH=CH(CH_3)$,
$-C\equiv CH$, $-CH_2C\equiv CH$, $-CH_2C\equiv C(CH_3)$,
cyclopropyl-CH_2-, cyclobutyl-CH_2-, cyclopentyl-CH_2-,
cyclohexyl-CH_2-, cyclopropyl-CH_2CH_2-,
cyclobutyl-CH_2CH_2-, cyclopentyl-CH_2CH_2-,
cyclohexyl-CH_2CH_2-, phenyl-CH_2-,
(2-F-phenyl)CH_2-, (3-F-phenyl)CH_2-, (4-F-phenyl)CH_2-,
(2-Cl-phenyl)CH_2-, (3-Cl-phenyl)CH_2-, (4-Cl-phenyl)CH_2-,
(2,3-diF-phenyl)CH_2-, (2,4-diF-phenyl)CH_2-,
(2,5-diF-phenyl)CH_2-, (2,6-diF-phenyl)CH_2-,
(3,4-diF-phenyl)CH_2-, (3,5-diF-phenyl)CH_2-,
(2,3-diCl-phenyl)CH_2-, (2,4-diCl-phenyl)CH_2-,
(2,5-diCl-phenyl)CH_2-, (2,6-diCl-phenyl)CH_2-,
(3,4-diCl-phenyl)CH_2-, (3,5-diCl-phenyl)CH_2-,
(3-F-4-Cl-phenyl)CH_2-, (3-F-5-Cl-phenyl)CH_2-,
(3-Cl-4-F-phenyl)CH_2-, phenyl-CH_2CH_2-,
(2-F-phenyl)CH_2CH_2-, (3-F-phenyl)CH_2CH_2-,
(4-F-phenyl)CH_2CH_2-, (2-Cl-phenyl)CH_2CH_2-,
(3-Cl-phenyl)CH_2CH_2-, (4-Cl-phenyl)CH_2CH_2-,
(2,3-diF-phenyl)CH_2CH_2-, (2,4-diF-phenyl)CH_2CH_2-,
(2,5-diF-phenyl)CH_2CH_2-, (2,6-diF-phenyl)CH_2CH_2-,
(3,4-diF-phenyl)CH_2CH_2-, (3,5-diF-phenyl)CH_2CH_2-,
(2,3-diCl-phenyl)CH_2CH_2-, (2,4-diCl-phenyl)CH_2CH_2-,
(2,5-diCl-phenyl)CH_2CH_2-, (2,6-diCl-phenyl)CH_2CH_2-,
(3,4-diCl-phenyl)CH_2CH_2-, (3,5-diCl-phenyl)CH_2CH_2-,
(3-F-4-Cl-phenyl)CH_2CH_2-, or (3-F-5-Cl-phenyl)CH_2CH_2-,

R^5 is $-CH_3$, $-CH_2CH_3$, $-CH_2CH_2CH_3$, $-CH(CH_3)_2$, $-CH_2CH_2CH_2CH_3$,
$-CH(CH_3)CH_2CH_3$, $-CH_2CH(CH_3)_2$, $-CH_2C(CH_3)_3$,
$-CH_2CH_2CH_2CH_2CH_3$, $-CH(CH_3)CH_2CH_2CH_3$, $-CH_2CH(CH_3)CH_2CH_3$,
$-CH_2CH_2CH(CH_3)_2$, $-CH(CH_2CH_3)_2$, $-CH_2CF_3$, $-CH_2CH_2CF_3$,
$-CH_2CH_2CH_2CF_3$, $-CH_2CH_2CH_2CH_2CF_3$, $-CH=CH_2$, $-CH_2CH=CH_2$,

$-CH=CHCH_3$, cis-$CH_2CH=CH(CH_3)$, trans-$CH_2CH=CH(CH_3)$, trans-$CH_2CH=CH(C_6H_5)$, $-CH_2CH=C(CH_3)_2$, cis-$CH_2CH=CHCH_2CH_3$, trans-$CH_2CH=CHCH_2CH_3$, cis-$CH_2CH_2CH=CH(CH_3)$, trans-$CH_2CH_2CH=CH(CH_3)$, trans-$CH_2CH=CHCH_2(C_6H_5)$, $-C\equiv CH$, $-CH_2C\equiv CH$, $-CH_2C\equiv C(CH_3)$, $-CH_2C\equiv C(C_6H_5)$, $-CH_2CH_2C\equiv CH$, $-CH_2CH_2C\equiv C(CH_3)$, $-CH_2CH_2C\equiv C(C_6H_5)$, cyclopropyl-$CH_2-$, cyclobutyl-$CH_2-$, cyclopentyl-$CH_2-$, cyclohexyl-$CH_2-$, (2-$CH_3$-cyclopropyl)$CH_2-$, (3-$CH_3$-cyclobutyl)$CH_2-$, cyclopropyl-$CH_2CH_2-$, cyclobutyl-$CH_2CH_2-$, cyclopentyl-$CH_2CH_2-$, cyclohexyl-$CH_2CH_2-$, (2-$CH_3$-cyclopropyl)$CH_2CH_2-$, (3-$CH_3$-cyclobutyl)$CH_2CH_2-$, phenyl-$CH_2-$, (2-F-phenyl)$CH_2-$, (3-F-phenyl)$CH_2-$, (4-F-phenyl)$CH_2-$, furanyl-$CH_2-$, thienyl-$CH_2-$, pyridyl-$CH_2-$, 1-imidazolyl-$CH_2-$, oxazolyl-$CH_2-$, isoxazolyl-$CH_2-$, phenyl-$CH_2CH_2-$, (2-F-phenyl)$CH_2CH_2-$, (3-F-phenyl)$CH_2CH_2-$, (4-F-phenyl)$CH_2CH_2-$, furanyl-$CH_2CH_2-$, thienyl-$CH_2CH_2-$, pyridyl-$CH_2CH_2-$, 1-imidazolyl-$CH_2CH_2-$, oxazolyl-$CH_2CH_2-$, isoxazolyl-$CH_2CH_2-$;

Z is methyl, ethyl, i-propyl, n-propyl, n-butyl, i-butyl, s-butyl, t-butyl, or allyl;

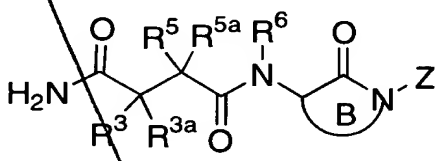
R^{10} is H, methyl, ethyl, phenyl, benzyl, phenethyl, 4-F-phenyl, (4-F-phenyl)CH_2-, (4-F-phenyl)CH_2CH_2-, 4-Cl-phenyl, (4-Cl-phenyl)CH_2-, (4-Cl-phenyl)CH_2CH_2-, 4-CH_3-phenyl, (4-CH_3-phenyl)CH_2-, (4-CH_3-phenyl)CH_2CH_2-, 4-CF_3-phenyl, (4-CF_3-phenyl)CH_2-, or (4-CF_3-phenyl)CH_2CH_2-;

R^{11}, at each occurrence, is independently selected from H, =O, methyl, ethyl, phenyl, benzyl, phenethyl, 4-F-phenyl, (4-F-phenyl)CH_2-, (4-F-phenyl)CH_2CH_2-, 3-F-phenyl, (3-F-phenyl)CH_2-, (3-F-phenyl)CH_2CH_2-, 2-F-phenyl, (2-F-phenyl)CH_2-, (2-F-phenyl)CH_2CH_2-, 4-Cl-phenyl, (4-Cl-phenyl)CH_2-, (4-Cl-phenyl)CH_2CH_2-,

3-Cl-phenyl, (3-Cl-phenyl)CH_2-, (3-Cl-phenyl)CH_2CH_2-,
4-CH_3-phenyl, (4-CH_3-phenyl)CH_2-, (4-CH_3-phenyl)CH_2CH_2-,
3-CH_3-phenyl, (3-CH_3-phenyl)CH_2-, (3-CH_3-phenyl)CH_2CH_2-,
4-CF_3-phenyl, (4-CF_3-phenyl)CH_2-, (4-CF_3-phenyl)CH_2CH_2-,
pyrid-2-yl, pyrid-3-yl, or pyrid-4-yl, and

R^{13}, at each occurrence, is independently selected from H, F, Cl, OH, $-CH_3$, $-CH_2CH_3$, $-OCH_3$, or $-CF_3$.

12. (Amended) A compound, according to Claim 1, of Formula (Ia):



(Ia)

or a pharmaceutically acceptable salt thereof,
wherein:

Z is C_1-C_8 alkyl substituted with 1-3 R^{12};
C_2-C_4 alkenyl substituted with 1-3 R^{12};
C_2-C_4 alkynyl substituted with 1-3 R^{12};
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_{10} carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

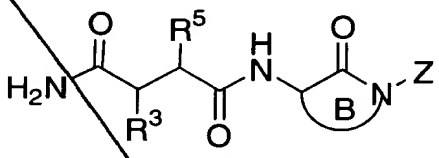
provided, when R^{13} is H,
then Z is C_4-C_8 alkyl substituted with 1-3 R^{12};
C_2-C_4 alkenyl substituted with 1-3 R^{12}; or
C_2-C_4 alkynyl substituted with 1-3 R^{12}; and

provided, when ring B is a 1,3,4,5-tetrahydro-1-(Z)-5-(R^{10})-6,6,7,7-tetra(R^{11})-2,4-dioxo-2H-1,5-diazepin-3-yl core, and R^{13} is H; then

R^{10} is H, $C(=O)R^{17}$, $C(=O)OR^{17}$, $C(=O)NR^{18}R^{19}$, $S(=O)_2NR^{18}R^{19}$, $S(=O)_2R^{17}$; or
C_1-C_6 alkyl optionally substituted with 0-3 R^{10a}; and

R^{10a}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, and CF_3.

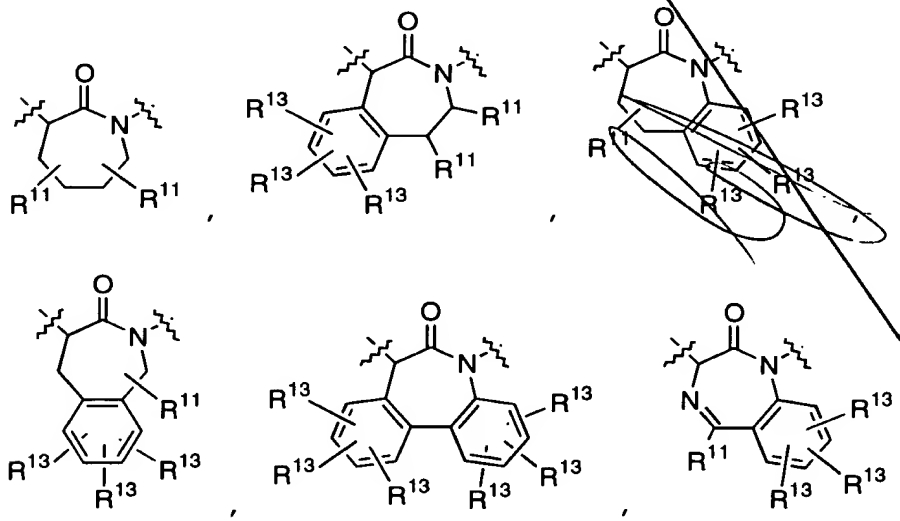
15. (Amended) A compound of Claim 14 of Formula (Ib):

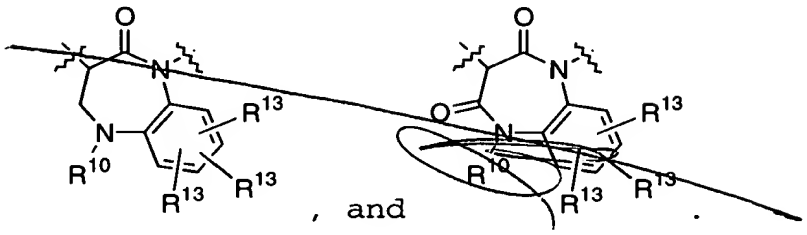


(Ib)

or a pharmaceutically acceptable salt thereof wherein:

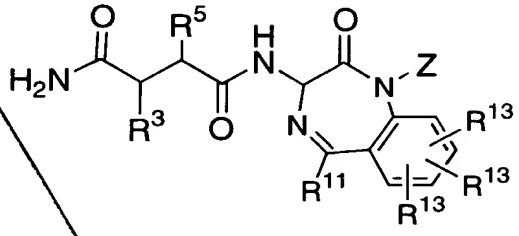
Ring B is selected from:





, and .

16. (Amended) A compound according to Claim 15 of Formula (Ic):



(Ic)

or a pharmaceutically acceptable salt thereof wherein

R^3 is R^4,

R^4 is C_1-C_4 alkyl substituted with 0-1 R^{4a},
C_2-C_4 alkenyl substituted with 0-1 R^{4a}, or
C_2-C_4 alkynyl substituted with 0-1 R^{4a};

R^{4a}, at each occurrence, is independently selected from
H, F, CF_3,
C_3-C_6 carbocycle substituted with 0-3 R^{4b},
phenyl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

B5 Cont

R^5 is C_1-C_4 alkyl substituted with 0-1 R^{5b};
C_2-C_4 alkenyl substituted with 0-1 R^{5b};
C_2-C_4 alkynyl substituted with 0-1 R^{5b};

R^{5b}, at each occurrence, is independently selected from:
H, methyl, ethyl, propyl, butyl, CF_3, OR^{14}, =O;
C_3-C_6 carbocycle substituted with 0-2 R^{5c};
phenyl substituted with 0-3 R^{5c}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

AA Cont

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{11}, at each occurrence, is independently selected from
H, =O, $NR^{18}R^{19}$, CF_3;
C_1-C_4 alkyl optionally substituted with 0-1 R^{11a};
phenyl substituted with 0-3 R^{11b};
C_3-C_6 carbocycle substituted with 0-3 R^{11b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b}; wherein said 5 to 6

membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

B5 cont

R^{11a}, at each occurrence, is independently selected from H, C_1-C_4 alkyl, OR^{14}, F, Cl, =O, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

A7 cont

Z is C_1-C_3 alkyl substituted with 1-3 R^{12};
C_2-C_3 alkenyl substituted with 1-3 R^{12};
C_2-C_3 alkynyl substituted with 1-3 R^{12};
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_6 carbocycle substituted with 0-3 R^{12b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{12b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{12}, at each occurrence, is independently selected from
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_6 carbocycle substituted with 0-3 R^{12b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{12b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,

pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

B5 cont

R^{12b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

A7 Cont

R^{13}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R^{15}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

R^{16}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-$S(=O)_2$-, and ethyl-$S(=O)_2$-;

R^{18}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R^{19}, at each occurrence, is independently selected from H, methyl, and ethyl;

provided, when R^{13} is H,
then Z is C_2-C_3 alkenyl substituted with 1-3 R^{12}; or
C_2-C_3 alkynyl substituted with 1-3 R^{12}.

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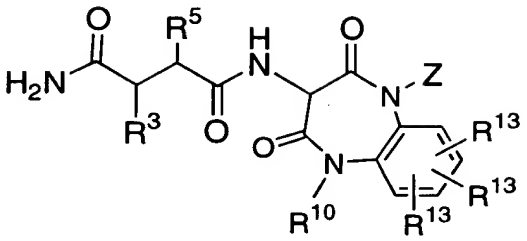
18. (Amended) A compound according to Claim 15 of Formula (Ie):

A8

Amdt B6



(Ie)

B6 Cont

or a pharmaceutically acceptable salt thereof wherein:

R^3 is R^4,

R^4 is C_1-C_4 alkyl substituted with 0-1 R^{4a},
C_2-C_4 alkenyl substituted with 0-1 R^{4a}, or
C_2-C_4 alkynyl substituted with 0-1 R^{4a};

A9 Cont

R^{4a}, at each occurrence, is independently selected from
H, F, CF_3,
C_3-C_6 carbocycle substituted with 0-3 R^{4b},
phenyl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^5 is C_1-C_4 alkyl substituted with 0-1 R^{5b};
C_2-C_4 alkenyl substituted with 0-1 R^{5b};
C_2-C_4 alkynyl substituted with 0-1 R^{5b};

R^{5b}, at each occurrence, is independently selected from:
H, methyl, ethyl, propyl, butyl, CF_3, OR^{14}, =O;
C_3-C_6 carbocycle substituted with 0-2 R^{5c};
phenyl substituted with 0-3 R^{5c}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{10} is H, $C(=O)R^{17}$, $C(=O)OR^{17}$;
C_1-C_4 alkyl optionally substituted with 0-1 R^{10a};
phenyl substituted with 0-4 R^{10b};
C_3-C_6 carbocycle substituted with 0-3 R^{10b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{10b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{10a}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, OR^{14}, Cl, F, =O, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-4 R^{10b};

R^{10b}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, Cl, F, $NR^{15}R^{16}$, and CF_3;

B6 cont

Z is C_1-C_3 alkyl substituted with 1-3 R^{12};
C_2-C_3 alkenyl substituted with 1-3 R^{12};
C_2-C_3 alkynyl substituted with 1-3 R^{12};
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_6 carbocycle substituted with 0-3 R^{12b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{12b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

A8 cont

R^{12}, at each occurrence, is independently selected from
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_6 carbocycle substituted with 0-3 R^{12b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{12b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{12b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{13}, at each occurrence, is independently selected from

H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, $NR^{15}R^{16}$, and CF_3;

B6 cont

R^{14} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R^{15}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

A6 cont

R^{16}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-$S(=O)_2$-, and ethyl-$S(=O)_2$-;

R^{17} is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl, phenyl substituted by 0-3 R^{17a}, or -CH_2-phenyl substituted by 0-3 R^{17a};

R^{17a} is H, methyl, methoxy, -OH, F, Cl, CF_3, or OCF_3;

R^{18}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R^{19}, at each occurrence, is independently selected from H, methyl, and ethyl;

provided, when R^{13} is H,
then Z is C_2-C_3 alkenyl substituted with 1-3 R^{12}; or
C_2-C_3 alkynyl substituted with 1-3 R^{12}.

sub B7

A9

20. (Amended) A compound according to one of Claims 16, 17, 18, 19, wherein:

R^3 is $-CH_3$, $-CH_2CH_3$, $-CH_2CH_2CH_3$, $-CH_2CH_2CH_2CH_3$, $-CH(CH_3)_2$, $-CH(CH_3)CH_2CH_3$, $-CH_2CH(CH_3)_2$, $-CH_2CF_3$, $-CH_2CH_2CF_3$, $-CH_2CH_2CH_2CF_3$,

$-CH=CH_2$, $-CH_2CH=CH_2$, $-CH_2C(CH_3)=CH_2$,
$-CH_2CH_2CH=CH_2$,
cis-$CH_2CH=CH(CH_3)$,
trans-$CH_2CH=CH(CH_3)$,
$-C\equiv CH$, $-CH_2C\equiv CH$, $-CH_2C\equiv C(CH_3)$,
cyclopropyl-CH_2-, cyclobutyl-CH_2-, cyclopentyl-CH_2-,
cyclohexyl-CH_2-, cyclopropyl-CH_2CH_2-,
cyclobutyl-CH_2CH_2-, cyclopentyl-CH_2CH_2-,
cyclohexyl-CH_2CH_2-, phenyl-CH_2-,
(2-F-phenyl)CH_2-, (3-F-phenyl)CH_2-, (4-F-phenyl)CH_2-,
(2-Cl-phenyl)CH_2-, (3-Cl-phenyl)CH_2-, (4-Cl-phenyl)CH_2-,
(2,3-diF-phenyl)CH_2-, (2,4-diF-phenyl)CH_2-,
(2,5-diF-phenyl)CH_2-, (2,6-diF-phenyl)CH_2-,
(3,4-diF-phenyl)CH_2-, (3,5-diF-phenyl)CH_2-,
(2,3-diCl-phenyl)CH_2-, (2,4-diCl-phenyl)CH_2-,
(2,5-diCl-phenyl)CH_2-, (2,6-diCl-phenyl)CH_2-,
(3,4-diCl-phenyl)CH_2-, (3,5-diCl-phenyl)CH_2-,
(3-F-4-Cl-phenyl)CH_2-, (3-F-5-Cl-phenyl)CH_2-,
(3-Cl-4-F-phenyl)CH_2-, phenyl-CH_2CH_2-,
(2-F-phenyl)CH_2CH_2-, (3-F-phenyl)CH_2CH_2-,
(4-F-phenyl)CH_2CH_2-, (2-Cl-phenyl)CH_2CH_2-,
(3-Cl-phenyl)CH_2CH_2-, (4-Cl-phenyl)CH_2CH_2-,
(2,3-diF-phenyl)CH_2CH_2-, (2,4-diF-phenyl)CH_2CH_2-,
(2,5-diF-phenyl)CH_2CH_2-, (2,6-diF-phenyl)CH_2CH_2-,
(3,4-diF-phenyl)CH_2CH_2-, (3,5-diF-phenyl)CH_2CH_2-,
(2,3-diCl-phenyl)CH_2CH_2-, (2,4-diCl-phenyl)CH_2CH_2-,
(2,5-diCl-phenyl)CH_2CH_2-, (2,6-diCl-phenyl)CH_2CH_2-,
(3,4-diCl-phenyl)CH_2CH_2-, (3,5-diCl-phenyl)CH_2CH_2-,
(3-F-4-Cl-phenyl)CH_2CH_2-, or (3-F-5-Cl-phenyl)CH_2CH_2-,

R^5 is $-CH_3$, $-CH_2CH_3$, $-CH_2CH_2CH_3$, $-CH(CH_3)_2$, $-CH_2CH_2CH_2CH_3$,
$-CH(CH_3)CH_2CH_3$, $-CH_2CH(CH_3)_2$, $-CH_2C(CH_3)_3$,
$-CH_2CH_2CH_2CH_2CH_3$, $-CH(CH_3)CH_2CH_2CH_3$, $-CH_2CH(CH_3)CH_2CH_3$,
$-CH_2CH_2CH(CH_3)_2$, $-CH(CH_2CH_3)_2$, $-CH_2CF_3$, $-CH_2CH_2CF_3$,
$-CH_2CH_2CH_2CF_3$, $-CH_2CH_2CH_2CH_2CF_3$, $-CH=CH_2$, $-CH_2CH=CH_2$,
$-CH=CHCH_3$, cis-$CH_2CH=CH(CH_3)$, trans-$CH_2CH=CH(CH_3)$,
trans-$CH_2CH=CH(C_6H_5)$, $-CH_2CH=C(CH_3)_2$, cis-$CH_2CH=CHCH_2CH_3$,

trans-$CH_2CH=CHCH_2CH_3$, cis-$CH_2CH_2CH=CH(CH_3)$,
trans-$CH_2CH_2CH=CH(CH_3)$, trans-$CH_2CH=CHCH_2(C_6H_5)$,
$-C\equiv CH$, $-CH_2C\equiv CH$, $-CH_2C\equiv C(CH_3)$, $-CH_2C\equiv C(C_6H_5)$,
$-CH_2CH_2C\equiv CH$, $-CH_2CH_2C\equiv C(CH_3)$, $-CH_2CH_2C\equiv C(C_6H_5)$,
cyclopropyl-CH_2-, cyclobutyl-CH_2-, cyclopentyl-CH_2-,
cyclohexyl-CH_2-, (2-CH_3-cyclopropyl)CH_2-,
(3-CH_3-cyclobutyl)CH_2-,
cyclopropyl-CH_2CH_2-, cyclobutyl-CH_2CH_2-,
cyclopentyl-CH_2CH_2-, cyclohexyl-CH_2CH_2-,
(2-CH_3-cyclopropyl)CH_2CH_2-, (3-CH_3-cyclobutyl)CH_2CH_2-,
phenyl-CH_2-, (2-F-phenyl)CH_2-, (3-F-phenyl)CH_2-,
(4-F-phenyl)CH_2-, furanyl-CH_2-, thienyl-CH_2-,
pyridyl-CH_2-, 1-imidazolyl-CH_2-, oxazolyl-CH_2-,
isoxazolyl-CH_2-,
phenyl-CH_2CH_2-, (2-F-phenyl)CH_2CH_2-, (3-F-phenyl)CH_2CH_2-,
(4-F-phenyl)CH_2CH_2-, furanyl-CH_2CH_2-, thienyl-CH_2CH_2-,
pyridyl-CH_2CH_2-, 1-imidazolyl-CH_2CH_2-, oxazolyl-CH_2CH_2-,
isoxazolyl-CH_2CH_2-;

Z is phenyl, 2-F-phenyl, 3-F-phenyl, 4-F-phenyl,
2-Cl-phenyl, 3-Cl-phenyl, 4-Cl-phenyl, 2,3-diF-phenyl,
2,4-diF-phenyl, 2,5-diF-phenyl, 2,6-diF-phenyl,
3,4-diF-phenyl, 3,5-diF-phenyl, 2,3-diCl-phenyl,
2,4-diCl-phenyl, 2,5-diCl-phenyl, 2,6-diCl-phenyl,
3,4-diCl-phenyl, 3,5-diCl-phenyl, 3-F-4-Cl-phenyl,
3-F-5-Cl-phenyl, 3-Cl-4-F-phenyl, 2-MeO-phenyl,
3-MeO-phenyl, 4-MeO-phenyl, 2-Me-phenyl, 3-Me-phenyl,
4-Me-phenyl, 2-MeS-phenyl, 3-MeS-phenyl, 4-MeS-phenyl,
2-CF_3O-phenyl, 3-CF_3O-phenyl, 4-CF_3O-phenyl,
furanyl, thienyl, pyridyl, 2-Me-pyridyl, 3-Me-pyridyl,
4-Me-pyridyl, 1-imidazolyl, oxazolyl, isoxazolyl,
cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl,
N-piperidinyl,
phenyl-CH_2-, (2-F-phenyl)CH_2-, (3-F-phenyl)CH_2-,
(4-F-phenyl)CH_2-, (2-Cl-phenyl)CH_2-, (3-Cl-phenyl)CH_2-, (4-
Cl-phenyl)CH_2-, (2,3-diF-phenyl)CH_2-,
(2,4-diF-phenyl)CH_2-, (2,5-diF-phenyl)CH_2-,

B7 Cont

(2,6-diF-phenyl)CH_2-, (3,4-diF-phenyl)CH_2-,
(3,5-diF-phenyl)CH_2-, (2,3-diCl-phenyl)CH_2-,
(2,4-diCl-phenyl)CH_2-, (2,5-diCl-phenyl)CH_2-,
(2,6-diCl-phenyl)CH_2-, (3,4-diCl-phenyl)CH_2-,
(3,5-diCl-phenyl)CH_2-, (3-F-4-Cl-phenyl)CH_2-,
(3-F-5-Cl-phenyl)CH_2-, (3-Cl-4-F-phenyl)CH_2-,
(2-MeO-phenyl)CH_2-, (3-MeO-phenyl)CH_2-,
(4-MeO-phenyl)CH_2-, (2-Me-phenyl)CH_2-,
(3-Me-phenyl)CH_2-, (4-Me-phenyl)CH_2-,
(2-MeS-phenyl)CH_2-, (3-MeS-phenyl)CH_2-,
4-MeS-phenyl)CH_2-, (2-CF_3O-phenyl)CH_2-,
(3-CF_3O-phenyl)CH_2-, (4-CF_3O-phenyl)CH_2-,

A9 Cont

(furanyl)CH_2-,(thienyl)CH_2-, (pyridyl)CH_2-,
(2-Me-pyridyl)CH_2-, (3-Me-pyridyl)CH_2-,
(4-Me-pyridyl)CH_2-, (1-imidazolyl)CH_2-,
(oxazolyl)CH_2-, (isoxazolyl)CH_2-,
(cyclopropyl)CH_2-, (cyclobutyl)CH_2-, (cyclopentyl)CH_2-,
(cyclohexyl)CH_2-, (N-piperidinyl)CH_2-,

phenyl-CH_2CH_2-, (phenyl)$_2CHCH_2$-, (2-F-phenyl)CH_2CH_2-,
(3-F-phenyl)CH_2CH_2-, (4-F-phenyl)CH_2CH_2-,
(2-Cl-phenyl)CH_2CH_2-, (3-Cl-phenyl)CH_2CH_2-,
(4-Cl-phenyl)CH_2CH_2-, (2,3-diF-phenyl)CH_2CH_2-,
(2,4-diF-phenyl)CH_2CH_2-, (2,5-diF-phenyl)CH_2CH_2-,
(2,6-diF-phenyl)CH_2CH_2-, (3,4-diF-phenyl)CH_2CH_2-,
(3,5-diF-phenyl)CH_2CH_2-, (2,3-diCl-phenyl)CH_2CH_2-,
(2,4-diCl-phenyl)CH_2CH_2-, (2,5-diCl-phenyl)CH_2CH_2-,
(2,6-diCl-phenyl)CH_2CH_2-, (3,4-diCl-phenyl)CH_2CH_2-,
(3,5-diCl-phenyl)CH_2CH_2-, (3-F-4-Cl-phenyl)CH_2CH_2-,
(3-F-5-Cl-phenyl)CH_2CH_2-, (3-Cl-4-F-phenyl)CH_2CH_2-,
(2-MeO-phenyl)CH_2CH_2-, (3-MeO-phenyl)CH_2CH_2-,
(4-MeO-phenyl)CH_2CH_2-, (2-Me-phenyl)CH_2CH_2-,
(3-Me-phenyl)CH_2CH_2-, (4-Me-phenyl)CH_2CH_2-,
(2-MeS-phenyl)CH_2CH_2-, (3-MeS-phenyl)CH_2CH_2-,
(4-MeS-phenyl)CH_2CH_2-, (2-CF_3O-phenyl)CH_2CH_2-,
(3-CF_3O-phenyl)CH_2CH_2-, (4-CF_3O-phenyl)CH_2CH_2-,
(furanyl)CH_2CH_2-,(thienyl)CH_2CH_2-, (pyridyl)CH_2CH_2-,

(2-Me-pyridyl)CH_2CH_2-, (3-Me-pyridyl)CH_2CH_2-,
(4-Me-pyridyl)CH_2CH_2-, (imidazolyl)CH_2CH_2-,
(oxazolyl)CH_2CH_2-, (isoxazolyl)CH_2CH_2-,
(cyclopropyl)CH_2CH_2-, (cyclobutyl)CH_2CH_2-,
(cyclopentyl)CH_2CH_2-, (cyclohexyl)CH_2CH_2-, or
(N-piperidinyl)CH_2CH_2-;

B7 Cont

R^{10} is H, methyl, ethyl, phenyl, benzyl, phenethyl,
4-F-phenyl, (4-F-phenyl)CH_2-, (4-F-phenyl)CH_2CH_2-,
4-Cl-phenyl, (4-Cl-phenyl)CH_2-, (4-Cl-phenyl)CH_2CH_2-,
4-CH_3-phenyl, (4-CH_3-phenyl)CH_2-, (4-CH_3-phenyl)CH_2CH_2-,
4-CF_3-phenyl, (4-CF_3-phenyl)CH_2-, or
(4-CF_3-phenyl)CH_2CH_2-;

A9 Cont

R^{11}, at each occurrence, is independently selected from
H, =O, methyl, ethyl, phenyl, benzyl, phenethyl,
4-F-phenyl, (4-F-phenyl)CH_2-, (4-F-phenyl)CH_2CH_2-,
3-F-phenyl, (3-F-phenyl)CH_2-, (3-F-phenyl)CH_2CH_2-,
2-F-phenyl, (2-F-phenyl)CH_2-, (2-F-phenyl)CH_2CH_2-,
4-Cl-phenyl, (4-Cl-phenyl)CH_2-, (4-Cl-phenyl)CH_2CH_2-,
3-Cl-phenyl, (3-Cl-phenyl)CH_2-, (3-Cl-phenyl)CH_2CH_2-,
4-CH_3-phenyl, (4-CH_3-phenyl)CH_2-, (4-CH_3-phenyl)CH_2CH_2-,
3-CH_3-phenyl, (3-CH_3-phenyl)CH_2-, (3-CH_3-phenyl)CH_2CH_2-,
4-CF_3-phenyl, (4-CF_3-phenyl)CH_2-, (4-CF_3-phenyl)CH_2CH_2-,
pyrid-2-yl, pyrid-3-yl, or pyrid-4-yl, and

R^{13}, at each occurrence, is independently selected from
H, F, Cl, OH, -CH_3, -CH_2CH_3, -OCH_3, or -CF_3.